

**LOWENSTEIN SANDLER LLP**

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*Counsel to the Debtor and  
Debtor-in-Possession*

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY**

In re:

Love Culture Inc.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 14-24508 (NLW))

**SECOND FEE STATEMENT OF LOWENSTEIN SANDLER LLP  
COVERING THE PERIOD OF AUGUST 1, 2014 THROUGH AUGUST 31, 2014**

Lowenstein Sandler LLP, counsel to the above-captioned debtor and debtor-in-possession, submits its second fee statement (the “**Second Fee Statement**”) pursuant to the Court’s *Administrative Order Pursuant To 11 U.S.C. §§ 105(a) And 331 Establishing Certain Procedures for Allowance of Interim Compensation and Reimbursement of Expenses of Professionals Retained*, dated September 2, 2014 [Docket No. 224] (the “**Procedures Order**”). Pursuant to the Procedures Order, responses to the Second Fee Statement, if any, are due by November 4, 2014 in accordance with the Procedures Order.

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 8782.

Dated: October 14, 2014

**LOWENSTEIN SANDLER LLP**

By: /s/ Kenneth A. Rosen  
Kenneth A. Rosen, Esq.  
Mary E. Seymour, Esq.  
Eric H. Horn, Esq.  
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*Counsel to the Debtor  
and Debtor in Possession*

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

**D.N.J. LBR 2016-1, FEE APPLICATION COVER SHEET**

IN RE: Love Culture Inc.

APPLICANT: Lowenstein Sandler LLP

CASE NO.: 14-24508 (NLW)

CLIENT: Love Culture Inc.

CHAPTER: 11

CASE FILED: July 16, 2014

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION UNDER  
PENALTY OF PERJURY, PURSUANT TO 28 U.S.C. SECTION 1746

RETENTION ORDER(S) ATTACHED

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SECTION I  
FEE SUMMARY

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SECOND MONTHLY FEE STATEMENT COVERING THE PERIOD  
AUGUST 1, 2014 THROUGH AUGUST 31, 2014

	<u>FEES</u>	<u>EXPENSES</u>
TOTAL PREVIOUS FEES REQUESTED	<u>\$376,493.47</u>	<u>\$ 10,306.73</u>
TOTAL FEES ALLOWED TO DATE:	<u>\$ 0.00</u>	<u>\$ 0.00</u>
TOTAL RETAINER (IF APPLICABLE)	<u>\$ 60,000.00</u>	<u>\$ 0.00</u>
TOTAL HOLDBACK (IF APPLICABLE)	<u>\$ 75,298.69</u>	<u>\$ 0.00</u>
TOTAL RECEIVED BY APPLICANT	<u>\$ 60,000.00</u>	<u>\$ 0.00</u>
<b>FEE TOTALS</b>		<u><b>\$277,202.62</b></u>
<b>DISBURSEMENTS TOTALS</b>		<u><b>\$ 2,495.73</b></u>
<b>TOTAL FEE APPLICATION</b>		<u><b>\$279,698.35</b></u>
<b>MINUS 20% HOLDBACK</b>		<u><b>-\$55,440.52</b></u>
<b>AMOUNT SOUGHT AT THIS TIME</b>		<u><b>\$224,257.83</b></u>

Name of Professional Person	Year Admitted	Title	Total Billed Hours	Hourly Billing Rate	Total Compensation
Barkin, Daniel J.	1981	Partner	6.80	\$690.00	\$4,692.00
Bender, Gerald C.	1984	Partner	3.70	\$855.00	\$3,163.50
Buechler, Bruce	1987	Partner	0.50	\$735.00	\$367.50
Rosen, Kenneth A.	1979	Partner	24.90	\$885.00	\$22,036.50
Seymour, Mary E.	1994	Partner	170.80	\$650.00	\$111,020.00
Eakley, Joy N.	2007	Counsel	7.40	\$535.00	\$ 3,959.00
Horn, Eric H.	2001	Counsel	145.50	\$580.00	\$84,390.00
*Horn, Eric H. - Travel Time	2001	Counsel	3.00	\$290.00	\$ 870.00
Porter, Cassandra M.	2004	Counsel	53.90	\$550.00	\$29,645.00
Wheeler, Timothy R.	2003	Counsel	0.60	\$560.00	\$336.00
Waldron, Keara	2012	Associate	96.50	\$385.00	\$37,152.50
Bonito, Lisa Marie	N/A	Paralegal	0.60	\$200.00	\$120.00
Buccellato, Gina C.	N/A	Paralegal	93.30	\$200.00	\$18,660.00
Janowitz, Keith	N/A	Paralegal	0.70	\$250.00	\$175.00
Grant, Natasha	N/A	Other Timekeeper	0.70	\$210.00	\$147.00
Taggart, Katherine E	N/A	Other Timekeeper	0.30	\$230.00	\$69.00
<b>TOTAL</b>					<b>\$316,803.00</b> <b>**-\$39,600.38</b> <b>\$277,202.62</b>
<b>ATTORNEY BLENDED RATE</b>				<b>\$579.50</b>	

\*Reflects 50% rate reduction due to non-working travel time

\*\* Reflects 12.5% discount

## SECTION II SUMMARY OF SERVICES

SERVICES RENDERED	HOURS	FEE
Case Administration	55.70	\$17,783.50
Asset Analysis and Recovery	15.00	\$6,506.50
IP Asset Analysis	0.10	\$55.00
Asset Disposition	236.50	\$140,862.00
Meetings of and Communication with Creditors	20.90	\$8,942.00
Fee/Employment Applications	7.60	\$4,295.50
Employment and Retention Applications - Others	3.40	\$1,485.50
Fee Applications and Invoices - Others	2.70	\$1,089.00
Avoidance Action Analysis	0.90	\$515.00
Assumption/Rejection of Leases and Contracts	84.00	\$51,323.00

Other Contested Matters (excluding assumption/rejection motions)	23.80	\$9,873.00
Non-Working Travel	3.00	\$870.00
Business Operations	26.10	\$14,006.50
Employee Benefits/Pensions	7.60	\$4,230.00
Financing/Cash Collateral	56.40	\$35,884.50
Tax Issues	0.50	\$275.00
Real Estate	1.40	\$1,239.00
Board of Directors	4.30	\$2,871.00
Claims Administration and Objections	2.80	\$560.00
Plan and Disclosure Statement (including Business Plan)	0.30	\$256.50
Court Hearings	7.60	\$3,005.50
Non-Bankruptcy Court Litigation	2.00	\$1,100.00
Schedules and Statements	46.60	\$9,775.00
<b>TOTAL SERVICES</b>		<b>\$ 316,803.00</b>
<b>(minus 12.5% discount)</b>		<b><u>-39,600.38</u></b>
		<b>\$277,202.62</b>

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**SECTION III  
SUMMARY OF DISBURSEMENTS**

	<b>AMOUNT</b>
Messenger and delivery charges	\$137.98
Filing fees	54.60
Miscellaneous	89.69
Bulk rate/special postage	34.30
Computerized legal research	1,407.86
Telecommunications	617.16
Travel	154.14
Messenger and delivery charges	\$137.98
<b>TOTAL DISBURSEMENTS:</b>	<b>\$2,495.73</b>

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**SECTION IV  
CASE HISTORY**

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(NOTE: Items 3 - 6 are not applicable to applications under 11 U.S.C. §506)

- (1) DATE CASE FILED: July 16, 2014
- (2) CHAPTER UNDER WHICH CASE WAS COMMENCED: 11
- (3) DATE OF RETENTION BY COURT ORDER: August 7, 2014, effective as of July 16, 2014. See Order attached.
- (4) SUMMARIZE IN BRIEF THE BENEFITS TO THE ESTATE AND ATTACH SUPPLEMENTS AS NEEDED:
  - a) Applicant prepared extensively for and prosecuted the hearing for approval of an agency agreement for the sale of Debtor's inventory through store closing sales;
  - b) Applicant prepared and filed a supplement to Debtor's motion for the sale of substantially all of the Debtors' assets (the "Sale Motion") and engaged in communications with many parties concerning the proposed sale;
  - c) Applicant negotiated and drafted an asset purchase agreement for the sale of substantially all of its assets to the successful bidder at auction;
  - d) Applicant addressed and resolved objections to the proposed sale of substantially all of the Debtor's assets;
  - e) Applicant prepared extensively for and prosecuted the Sale Motion at a hearing for approval of the sale of substantially all of Debtor's remaining assets;
  - f) Applicant assisted the Debtor and proposed buyer to prepare and disseminate schedules of various unexpired leases of non-residential real property ("Leases") and other executory contracts to be assumed and assigned in connection with the proposed sale;
  - g) Applicant worked with counsel to the proposed purchaser regarding assumption and assignment of the Debtor's Leases and executory contracts;
  - h) Applicant assisted the Debtor in responding to numerous requests for information regarding the Sale Motion and proposed cure amounts for the assumption and assignment of Leases;
  - i) Applicant worked to resolve numerous cure objections raised by various landlords;
  - j) Applicant addressed numerous issues in connection with final approval of the Debtor's proposed debtor-in-possession financing ("DIP Financing"), including addressing and resolving objections to a final order approving DIP Financing;

- k) Applicant prepared and prosecuted the Debtor's application for final approval of DIP Financing and use of cash collateral and negotiated various modifications to the proposed form of final DIP Financing order and budgets related thereto;
- l) Applicant negotiated resolutions of informal objections to Debtor's motion for procedures governing requests for utility deposits with several utilities;
- m) Applicant attended the meeting of creditors pursuant to Bankruptcy Code section 341 with representatives of the Debtor;
- n) Applicant assisted the Debtor in preparation and filing of the Debtor's Statement of Financial Affairs and Schedules of Assets and Liabilities and addressed questions raised by parties in interest to same;
- o) Applicant communicated with the Office of the United States Trustee ("UST") concerning the Debtor's bankruptcy case, the filing of the Debtor's Statement of Financial Affairs, Schedules of Assets and Liabilities, and addressed the UST's questions regarding same;
- p) Applicant addressed issues raised by the UST and the Official Committee of Unsecured Creditors (the "Committee") to the proposed sale of Debtor's assets and the proposed assumption and assignment of various Leases and executory contracts;
- q) Applicant prepared and filed several notices of rejection of executory contracts and Leases and engaged in communications with numerous landlords concerning rejection issues;
- r) Applicant engaged in frequent communications with various landlords and their counsel regarding the case, the sale of the Debtor's assets and proposed cure amounts;
- s) Applicant frequently communicated with the Debtor and other parties in interest regarding the Debtor's operations and the administration of the case;
- t) Applicant frequently communicated with the Committee's professionals on various issues, including but not limited to the Debtor's operations, the administration of the case, the sale of Debtor's assets and issues surrounding assumption and assignment of Debtor's Leases; and
- u) Applicant performed all other legal services for the Debtor that were necessary and proper in this case and in furtherance of the Debtor's needs.

(5) ANTICIPATED DISTRIBUTION TO CREDITORS:

- |                                  |                        |
|----------------------------------|------------------------|
| (A) ADMINISTRATION EXPENSES:     | (unknown at this time) |
| (B) SECURED CREDITORS:           | (unknown at this time) |
| (C) PRIORITY CREDITORS:          | (unknown at this time) |
| (D) GENERAL UNSECURED CREDITORS: | (unknown at this time) |

- (6) FINAL DISPOSITION OF CASE AND PERCENTAGE OF DIVIDEND PAID TO CREDITORS (IF APPLICABLE): Final disposition of case and dividend are unknown at this time.

I certify under penalty of perjury that the foregoing is true and correct.

Dated: October 14, 2014

/s/ Kenneth A. Rosen  
Kenneth A. Rosen, Esq.

# **RETENTION ORDER**



**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY  
Caption in Compliance with D.N.J. LBR 9004-2(c)**

**LOWENSTEIN SANDLER LLP**

Kenneth A. Rosen, Esq.  
65 Livingston Avenue  
Roseland, New Jersey 07068  
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Facsimile: (973) 597-2400

-and-

Gerald C. Bender, Esq.  
1251 Avenue of Americas  
New York, New York 10020  
Telephone: (212) 262-6700  
Facsimile: (212) 262-7402

*Proposed Counsel to the Debtor and  
Debtor-in-Possession*

In re:

Love Culture Inc.,<sup>1</sup>

Debtor-in-Possession.

Chapter 11

Case No. 14-24508 (NLW)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
LOWENSTEIN SANDLER LLP AS COUNSEL TO THE DEBTOR  
EFFECTIVE AS OF THE PETITION DATE**

The relief set forth on the following page, numbered two (2) through three (3), is hereby

**ORDERED.**

**DATED: 8/7/2014**

  
Honorable Novalyn L. Winfield  
United States Bankruptcy Judge

<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 8782.

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Debtor: Love Culture Inc.  
Case No.: 14-24508 (NLW)  
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Upon consideration of the application (the “Application”)<sup>2</sup> of the above captioned debtor and debtor-in-possession (the “Debtor”) for entry of an order pursuant to sections 327(a), 328 and 1107 of title 11 of the United States Code, 11 U.S.C. §§ 11 *et seq* (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure, and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of New Jersey authorizing the employment and retention of Lowenstein Sandler LLP (“Lowenstein Sandler”) as counsel to the Debtor, effective as of July 16, 2014 (the “Petition Date”), and upon consideration of the *Declaration of Kenneth A. Rosen* and the *First Day Declaration* in support of the Application; and the Court being satisfied that Lowenstein Sandler does not hold or represent an interest adverse to the Debtor’s estate and is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code; and notice of the Application being sufficient; and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED**.
2. Pursuant to sections 327(a), 328 and 1107 of the Bankruptcy Code, the Debtor is authorized to employ and to retain Lowenstein Sandler, effective as of the Petition Date, to serve as the Debtor’s counsel in this Chapter 11 Case.
3. Lowenstein Sandler shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rules, and such other procedures as may be fixed by order of this Court.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

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Debtor: Love Culture Inc.  
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Caption: Order Authorizing the Employment and Retention of Lowenstein Sandler LLP as Counsel to the Debtor Effective as of the Petition Date

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4. The requirement set forth in Local Rule 9013-2 that any motion or other request for relief be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

5. To the extent applicable, the requirements of rule 6004(a) of the Bankruptcy Rules are hereby waived.

6. Notwithstanding the possible applicability of rule 6004(h) of the Bankruptcy Rules, this Order shall be immediately effective and enforceable upon its entry.

7. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

8. This Court shall retain exclusive jurisdiction to hear and decide any and all disputes related to or arising from the implementation, interpretation and enforcement of this Order.

# **EXHIBIT “A”**

**EXHIBIT A**

Professional Services rendered by Lowenstein Sandler LLP, through August 31, 2014

In re: Love Culture, Inc. / Chapter 11

**I. SUMMARY OF TIME CHARGES AND HOURLY RATES**

<b>Name of Professional</b>	<b>Year Admitted</b>	<b>Title</b>	<b>Hours Spent</b>	<b>Hourly Rate</b>	<b>Charge</b>
Barkin, Daniel J.	1981	Partner	6.80	\$690.00	\$4,692.00
Bender, Gerald C.	1984	Partner	3.70	855.00	3,163.50
Buechler, Bruce	1987	Partner	0.50	735.00	367.50
Rosen, Kenneth A.	1979	Partner	24.90	885.00	22,036.50
Seymour, Mary E.	1994	Partner	170.80	650.00	111,020.00
Eakley, Joy N.	2007	Counsel	7.40	535.00	3,959.00
Horn, Eric H.	2001	Counsel	145.50	580.00	84,390.00
*Horn, Eric H. - Travel Time	2001	Counsel	3.00	290.00	870.00
Porter, Cassandra M.	2004	Counsel	53.90	550.00	29,645.00
Wheeler, Timothy R.	2003	Counsel	0.60	560.00	336.00
Waldron, Keara	2012	Associate	96.50	385.00	37,152.50
Bonito, Lisa Marie	N/A	Paralegal	0.60	200.00	120.00
Buccellato, Gina C.	N/A	Paralegal	93.30	200.00	18,660.00
Janowitz, Keith	N/A	Paralegal	0.70	250.00	175.00
Grant, Natasha	N/A	Other Timekeeper	0.70	210.00	147.00
Taggart, Katherine E	N/A	Other Timekeeper	0.30	230.00	69.00
<b>TOTAL FEES</b>			<b>609.20</b>		<b>\$316,803.00</b>
					<b>**--39,600.38</b>
					<b>\$277,202.62</b>

**Attorney Blended Rate**

**\$579.50**

\*Reflects 50% rate reduction due to non-working travel time

\*\*Reflects 12.5% discount

Love Culture, Inc.  
Invoice No.: 712772

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## TIME DETAIL:

Code	Date	Timekeeper	Time Narrative	Hours	Amount
<u>B100 - Administration</u>					
<u>B110 Case Administration</u>					
B110	08/01/14	GB	Call with M. Seymour re: committee's issues with Consensus and Point North retentions and other pending matters	0.30	\$256.50
B110	08/01/14	GCB	Review docket for updated hearing dates	0.60	120.00
B110	08/01/14	GCB	Review docket and download numerous objections filed	0.50	100.00
B110	08/01/14	GCB	Follow up call with claims agent re service of various pleadings	0.30	60.00
B110	08/01/14	GCB	Review certificates of service received from claims agent for filing	0.60	120.00
B110	08/01/14	GCB	Review docket, download pleadings and circulate same to team for review	1.50	300.00
B110	08/01/14	KW	Review and revise interim compensation motion, notice and proposed order	1.00	385.00
B110	08/02/14	GB	Review Porter e-mail re: schedules	0.20	171.00
B110	08/04/14	GCB	Set up telephonic appearance for various attorneys	1.20	240.00
B110	08/04/14	GCB	Review docket	0.60	120.00
B110	08/05/14	GB	Review e-mails re: rent calculation and proposed reconciliations	0.30	256.50
B110	08/05/14	GCB	Review and respond to numerous e-mails from team re: sale hearing	0.70	140.00

Love Culture, Inc.  
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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B110	08/05/14	GCB	Move numerous e-mails to filesite	1.60	320.00
B110	08/05/14	GCB	Review and respond to numerous e-mails regarding outstanding claims for claimants	0.40	80.00
B110	08/05/14	JNE	Legal research re: WARN Act issues (2.6); confer with M. Seymour and C. Porter re: same (.5); telephone conference with C. Porter and J. Bunka re: WARN issues (.5)	3.60	1,926.00
B110	08/06/14	GCB	Numerous discussions with team re: outstanding issues and service of supplement to order	2.40	480.00
B110	08/06/14	GCB	Conference call with chambers regarding pending orders to be entered	0.50	100.00
B110	08/06/14	GCB	Review and respond to numerous e-mails from team re: service of sale pleadings and sale order	1.40	280.00
B110	08/06/14	GCB	Assist team with preparation and service of Supplement to Sale Order; preparation for sale hearing	4.00	800.00
B110	08/06/14	GCB	Preparation of certificate of service relating to supplement to sale order	0.50	100.00
B110	08/06/14	GCB	Preparation of service list for supplement to sale order and review numerous pleadings re: same	2.00	400.00
B110	08/06/14	KAR	Draft testimony outlines for P. Mandarino and M. O'Hara	0.80	708.00
B110	08/06/14	KAR	Draft e-mail to D. Pollack re: assumption and sale	0.20	177.00
B110	08/06/14	KAR	E-mail to/from K. Shonak re: extension of date	0.30	265.50
B110	08/06/14	KW	Confer and corresponding with Epiq regarding proposal for additional retention to assist in preparation of schedules	0.60	231.00
B110	08/07/14	GCB	Numerous calls with chambers regarding revisions and edits to retention order for PWC and Point Noth	1.00	200.00
B110	08/07/14	GCB	Monitor docket with regard to order entered and outcome of hearing	1.00	200.00

ALL DETAILED INFORMATION IS CONSIDERED TO BE PRIVILEGED AND CONFIDENTIAL.

Love Culture, Inc.  
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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B110	08/07/14	GCB	Forwarded revised orders for pwc and point north to chambers and discuss same with Nelson	0.40	80.00
B110	08/07/14	GCB	Discuss revised orders for PwC and Point North with M. Seymour	0.40	80.00
B110	08/08/14	GCB	Review numerous emails and transfer same to filesite	1.40	280.00
B110	08/08/14	GCB	Review and respond to numerous emails from team re: open issues, status of schedules	1.30	260.00
B110	08/11/14	GCB	Review docket	0.50	100.00
B110	08/12/14	GCB	Circulate orders entered to team	0.20	40.00
B110	08/12/14	KET	Conduct searches in online sources re: UCC filings per D. Barkin	0.30	69.00
B110	08/12/14	KJ	E-mail communications with D. Barkin and E. Horn	0.10	25.00
B110	08/13/14	GCB	Review numerous e-mails from team and client and file same	0.90	180.00
B110	08/14/14	GCB	Communications with claims agent re: updating landlord service list	0.90	180.00
B110	08/16/14	MES	Review draft statements and schedules, comments to same	0.80	520.00
B110	08/17/14	MES	Review draft statements and schedules, draft global notes for same	1.20	780.00
B110	08/18/14	GCB	Review and attend to property lease list	1.20	240.00
B110	08/18/14	NG	Review legal databases to retrieve California state court docket re: Love Culture as per C. Porter	0.30	63.00
B110	08/19/14	MES	Review draft statements and schedules; address open issues, global notes and final edits prior to filing same; communications with R. Bunka, PWC team re: same	4.30	2,795.00

ALL DETAILED INFORMATION IS CONSIDERED TO BE PRIVILEGED AND CONFIDENTIAL.

Love Culture, Inc.  
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<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B110	08/20/14	MES	Meeting with R. Bunka to prepare for Section 341 meeting	0.90	585.00
B110	08/21/14	KAR	E-mail to/from A. Brody re: settling Stub Rent claims	0.30	265.50
B110	08/22/14	LMB	Attend to and efile Supplement to Notice of Assumption and Assignment of Certain Unexpired Non-Residential Real Property Leases and Proposed Cure AMount; e-mails to/from M. Seymour re: same	0.60	120.00
B110	08/28/14	GCB	Prepare material for hearing and assist team with preparation	2.40	480.00
B110	08/28/14	GCB	Set up telephonic appearances with courtcall for various parties	0.50	100.00
B110	08/28/14	GCB	Numerous discussions with team re: hearing preparation	1.00	200.00
B110	08/28/14	GCB	Monitor docket and attend to order entered on docket; circulate same to team	1.30	260.00
B110	08/28/14	KW	Review proposed final order approving utility motion and send to chambers requesting that it be filed	0.70	269.50
B110	08/29/14	GCB	Preparation and filing of second lease rejection notice	0.40	80.00
B110	08/29/14	GCB	Communications with claims agent re: service of second lease rejection notice	0.60	120.00
B110	08/29/14	GCB	Numerous calls with M. Seymour regarding filing of second lease rejection notice	0.30	60.00
B110	08/29/14	GCB	Review and respond to numerous e-mails from team	0.60	120.00
B110	08/29/14	GCB	Transfer numerous e-mails to filesite	0.30	60.00
B110	08/29/14	GCB	Preparation of service list and forwarding service of assumption order	0.80	160.00
B110	08/29/14	GCB	Attend to list for service of final utility order	0.90	180.00

Love Culture, Inc.  
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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B110	08/29/14	GCB	Numerous calls with team in connection to supplemental/amended lease assumption notice	1.00	200.00
B110	08/29/14	GCB	Monitor docket re: entered orders	0.50	100.00
B110	08/29/14	MES	Numerous calls with G. Buccellato re: filing of second lease rejection notice	0.30	195.00
<b>Total B110 - Case Administration</b>				<b>55.70</b>	<b>\$17,783.50</b>

B120 Asset Analysis and Recovery

B120	08/01/14	KAR	E-mail to/from Weinstein re: Asset Purchase Agreement status	0.20	177.00
B120	08/02/14	GB	Review e-mail re: Koo access to DC and LCI sharing allocation	0.20	171.00
B120	08/02/14	KW	Draft and revise supplement to sale motion	1.20	462.00
B120	08/02/14	KW	Review and revise motion for assumption and assignment of leases	0.90	346.50
B120	08/02/14	KW	Telephone conference with C. Porter regarding preparation of sale supplement and assumption of leases	0.40	154.00
B120	08/03/14	KW	Revise sale supplement	0.50	192.50
B120	08/03/14	KW	Review and revise motion to assume and assign leases	0.50	192.50
B120	08/06/14	KAR	Telephone conference with all professionals to conclude the Asset Purchase Agreement	0.50	442.50
B120	08/06/14	KW	Review file for schedules information, review information provided and email correspondence regarding schedules and sofas	1.30	500.50
B120	08/11/14	KW	Review emails and confer with M. Seymour regarding completion of schedules	0.30	115.50

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B120	08/11/14	MES	Communications with team re: statements and schedules; utility issues re; adequate assurance	0.40	260.00
B120	08/12/14	KW	Confer with C. Porter and H. Schenk about completion of schedules and statements	0.40	154.00
B120	08/14/14	KW	Draft email to client regarding current status of utility adequate assurance negotiations and requesting follow up to resolve requests	0.50	192.50
B120	08/14/14	KW	Confer with utility providers and internally regarding adequate assurance settlements	1.50	577.50
B120	08/15/14	KW	Confer and correspond with utility providers and debtor regarding adequate assurance settlements	5.10	1,963.50
B120	08/21/14	CMP	Draft substantive letter to Nahn Al Khayal Trading Co. (Saudi Arabia franchisee) re: collection of pre petition A/R owed to Debtor	0.90	495.00
B120	08/21/14	CMP	Exchange correspondence with D. Griffith re: fines owed to LCI by Nahn Al Khayal Trading Co (Saudi Arabia franchisee) for nonpayment of A/R	0.20	110.00
<b>Total B120 - Asset Analysis and Recovery</b>				<b>15.00</b>	<b>\$6,506.50</b>

B120B IP Asset Analysis

B120B	08/06/14	CMP	Correspondence with M. Cadematori re: intellectual property assets	0.10	55.00
<b>Total B120B - IP Asset Analysis</b>				<b>0.10</b>	<b>\$55.00</b>

B130 Asset Disposition

B130	08/01/14	BB	Office conference with M. Seymour to discuss issues concerning sale of leases	0.10	73.50
B130	08/01/14	CMP	Exchange correspondence with I. Volkov re: sale order and agency agreement	0.20	110.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B130	08/01/14	CMP	Review correspondence from client re: Great American deposit; exchange correspondence with M. Seymour re: same	0.10	55.00
B130	08/01/14	EHH	Telephone calls and correspondence re Agency Agreement (1.1); review of materials in connection with same (.7); internal discussion re LOC issues (.6); follow up re same (.3)	2.70	1,566.00
B130	08/01/14	EHH	Drafting re sale process (2.5); review of materials in connection with same (1); internal office conferences re going-concern sale process and issues re same (.8)	4.30	2,494.00
B130	08/01/14	GB	Communicate with K. Rosen and M. Seymour re: possible sale to Koo and United	0.40	342.00
B130	08/01/14	KW	Revise motion to assume leases and sale supplement	6.30	2,425.50
B130	08/01/14	KW	Review file and draft email to client regarding Waikiki store	0.30	115.50
B130	08/01/14	MES	Communications with counsel for United LC Capital re: conditional bid and open issues to be resolved prior to execution of APA	0.90	585.00
B130	08/01/14	MES	Review Taubman's objection to inventory sale; alleged ownership of FF&E; follow up communications with I. Volkov and Debtor re: resolution	1.90	1,235.00
B130	08/01/14	MES	Multiple communications with Great American, Salus, PWC re: closing on agency agreement; execution of letter of credit, funding of initial guarantee payment; revised exhibits for filing with court	2.80	1,820.00
B130	08/01/14	MES	Respond to numerous inquiries re: return of bidders deposits, payment of stalking horse bid protections; status of APA with United	0.80	520.00
B130	08/02/14	EHH	Review of various materials and correspondence re sale issues	0.40	232.00
B130	08/02/14	MES	Review and revise draft motion and supplement to approve sale of assets to going concern buyer	1.70	1,105.00
B130	08/02/14	MES	Extensive revisions to United's draft APA	1.80	1,170.00

ALL DETAILED INFORMATION IS CONSIDERED TO BE PRIVILEGED AND CONFIDENTIAL.

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B130	08/03/14	CMP	Review multiple correspondence concerning APA with United LC	0.10	55.00
B130	08/03/14	EHH	Drafting re sale process (3); review of materials in connection with same (2)	5.00	2,900.00
B130	08/03/14	GB	Review e-mails re: status of sale process and negotiations with landlords	0.40	342.00
B130	08/03/14	GB	Review Weinstein markup of APA	0.30	256.50
B130	08/03/14	MES	Communications with Debtor team re: United bid and APA (.3); revise motion for approval of releases and settlement per APA (3.1); revise pleadings for expedited hearing to approve sale and settlement(1.3)	4.70	3,055.00
B130	08/04/14	BB	Office conference with M. Seymour and E. Horn to discuss issues concerning sale of leases, ownership in the furniture, fixtures and equipment on the leased property and obtaining a settlement pursuant to Rule 9019	0.40	294.00
B130	08/04/14	CMP	Review correspondence from a potential purchaser re: FFE	0.10	55.00
B130	08/04/14	EHH	Drafting re sale process (5); review of documents re same (2); internal office conferences re same (1.5); telephone calls re same (1)	9.50	5,510.00
B130	08/04/14	EHH	Office conference with M. Seymour and B. Buechler to discuss issues concerning sale of leases, ownership in the furniture, fixtures and equipment on the leased property and obtaining a settlement pursuant to Rule 9019	0.40	232.00
B130	08/04/14	GB	Communicate with C. Porter re: Prime Business Credit request for AP	0.20	171.00
B130	08/04/14	KAR	Conference call with PriceWaterhouse re: United proposal	0.30	265.50
B130	08/04/14	KAR	Telephone conference with J. Indyke re: United	0.30	265.50
B130	08/04/14	KAR	Telephone conference with D. Weinstein re: deposit	0.20	177.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B130	08/04/14	KAR	Telephone conference with M. Jerbick re: United	0.30	265.50
B130	08/04/14	KAR	Telephone conference with P. Mandarino and K. Shonak re: United bid	0.30	265.50
B130	08/04/14	KW	Review and revise 9019 motion and draft and revise motion to expedite consideration of 9019 motion and proposed order	5.90	2,271.50
B130	08/04/14	MES	Review and respond to numerous e-mails from Debtor, Salus, LS team re: status of agency agreement	0.90	585.00
B130	08/04/14	MES	Review documents and research re: Taubman leases and claims of ownership by FF&E at stores	0.80	520.00
B130	08/04/14	MES	Work with E. Horn on extensive revisions to United's draft APA (3.5); internal conferences re: APA (1.5)	5.00	3,250.00
B130	08/04/14	MES	Review documents re: : leases, assets to be sold and contracts to be transferred to buyer in connection with successful bidder offer, review buyer's APA	2.40	1,560.00
B130	08/04/14	MES	Address issues re: leases, contracts, due diligence requests of United LC in connection with conditional APA	1.90	1,235.00
B130	08/04/14	MES	Office conference with B. Buechler and E. Horn to discuss issues concerning sale of leases, ownership in the furniture, fixtures and equipment on the leased property and obtaining a settlement pursuant to Rule 9019	0.40	260.00
B130	08/05/14	CMP	Meeting with M. Seymour and E. Horn re: sale motion and next steps	0.10	55.00
B130	08/05/14	EHH	Drafting, review and revisions to sale documents (6); review and analysis of materials in connection with same (3); internal office conferences re same (2); various telephone calls re same (1.5)	12.50	7,250.00
B130	08/05/14	KAR	Meeting with K. Shonak and P. Mandarino re: Asset Purchase Agreement	0.30	265.50
B130	08/05/14	KW	Meet with M. Seymour regarding 9019 motion (.4); draft and review and revise same (2.7)	3.10	1,193.50

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B130	08/05/14	KW	Review APA and revise sale supplement to include discussion of relevant terms of APA	5.90	2,271.50
B130	08/05/14	MES	Revise APA to reflect successful bidder's terms and conditions; circulate to group	2.90	1,885.00
B130	08/05/14	MES	Continue revisions to draft APA and related sale approval documents to reflect debtor changes; Salus changes	4.70	3,055.00
B130	08/05/14	MES	Communications re: outstanding issues with agency agreement and with GOB sales	0.90	585.00
B130	08/05/14	MES	Multiple conferences with LS team, PwC, Debtor team re; issues with United APA; follow up calls with Salus team, United	1.90	1,235.00
B130	08/05/14	MES	Meeting with C . Porter and E. Horn re: sale motion and next steps	0.10	65.00
B130	08/05/14	MES	Revise motion to approve settlement with United LC and insiders; revise motion for expedited hearing to approve settlement and sale to United LC; review and mark-up APA	4.30	2,795.00
B130	08/05/14	MES	Conferences with counsel for United re: APA; communications to debtor, Salus re: same	1.20	780.00
B130	08/06/14	CMP	Follow up re: return of Suchman deposit	0.10	55.00
B130	08/06/14	CMP	Follow up re: parties to be served with notice of sale	0.20	110.00
B130	08/06/14	CMP	Draft email to M. Seymour re: section 3.4 of the agency agreement	0.10	55.00
B130	08/06/14	CMP	Review section 3.4 of the agency agreement (compare version filed with court to file copy)	0.10	55.00
B130	08/06/14	CMP	Review certificates of service for previously filed sale related pleadings and documents	0.20	110.00
B130	08/06/14	CMP	Meeting with M. Seymour and E. Horn re: sale supplement and open issues	0.20	110.00

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<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B130	08/06/14	CMP	Draft correspondence to E. Horn re: revisions to notice provision of sale supplement	0.20	110.00
B130	08/06/14	CMP	Revise sale supplement to address notice issues	0.30	165.00
B130	08/06/14	CMP	Research standards for approving a sale under 363(m) to insiders of company	0.90	495.00
B130	08/06/14	CMP	Draft proffer of P. Mandarino and address elements needed to approve sale to insider under 363	1.30	715.00
B130	08/06/14	DJB	Confer with M. Seymour and E. Horn re: asset purchase agreement issues	0.20	138.00
B130	08/06/14	EHH	Various telephone calls with buyers counsel, PwC, Salus and others re sale process	3.00	1,740.00
B130	08/06/14	EHH	Drafting, review and revision re sale process (5); review and analysis of materials re same (2); various internal office conferences re same (2); preparation for hearing re approval of sale (2)	11.00	6,380.00
B130	08/06/14	KAR	Telephone conference with all professionals re: status of asset purchase agreement	0.50	442.50
B130	08/06/14	KAR	Telephone conference with K. Shonak and P. Mandarino re: Asset Purchase Agreement	0.40	354.00
B130	08/06/14	MES	Attention to APA with successful bidder	2.10	1,365.00
B130	08/06/14	MES	Conduct numerous status calls with Debtor team, PwC team, Salus re: status of APA and landlord negotiations	1.30	845.00
B130	08/06/14	MES	Revise sale supplement; motion for expedite hearing; revise and finalize APA with United LC; communications to Salus, Committee, PWC, debtor, United LC re: hearing, filing of APA and sale supplement	6.90	4,485.00
B130	08/07/14	CMP	Revise proffer of Perry Mandarino	0.50	275.00
B130	08/07/14	CMP	Research standard for approving sale to insider	0.90	495.00

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<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B130	08/07/14	CMP	Draft notes for hearing to approve sale on elements for approval of sale to insider	0.40	220.00
B130	08/07/14	CMP	Draft correspondence to J. Cappelletty re: return of Suchman Deposit	0.10	55.00
B130	08/07/14	CMP	Assist E. Horn with preparation of order approving sale	0.40	220.00
B130	08/07/14	CMP	Draft summary of Summit opinion focusing on particular evidentiary proofs to be met to have sale approved	0.90	495.00
B130	08/07/14	CMP	Attend hearing to approve sale by telephone	0.90	495.00
B130	08/07/14	EHH	Attend sale hearing	0.80	464.00
B130	08/07/14	EHH	Meetings prior to and after sale hearing	1.00	580.00
B130	08/07/14	EHH	Review of materials and follow up with different creditors and client re hearing and APA	1.00	580.00
B130	08/07/14	GCB	Assist team with court preparation for sale hearing	4.00	800.00
B130	08/07/14	KAR	Prepare for sale hearing	1.00	885.00
B130	08/07/14	KAR	Attend sale hearing and meetings with parties prior to hearing	2.00	1,770.00
B130	08/07/14	KAR	Meeting with M. Seymour re: trial preparation for sale	0.40	354.00
B130	08/07/14	MES	Prepare for hearing to approve sale	6.20	4,030.00
B130	08/07/14	MES	Attend hearing to approve sale	1.10	715.00
B130	08/07/14	MES	Travel to and from Roseland to Newark for hearing	0.90	585.00
B130	08/07/14	MES	Meeting with K. Rosen re: trial preparation for sale	0.40	260.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B130	08/07/14	NG	Review legal databases to retrieve multiple cases and select citing references as per C. Porter	0.40	84.00
B130	08/08/14	DJB	Attention to corporate authority issues raised by C. Porter	0.20	138.00
B130	08/08/14	EHH	Review and modification to schedules to agency agreement (1.4); telephone calls (.3) and correspondence (.2) and follow up (.2) re same	2.10	1,218.00
B130	08/08/14	EHH	Internal office conferences re sale and DIP issues	1.20	696.00
B130	08/08/14	GCB	Preparation and filing of supplemental exhibits to APA	0.40	80.00
B130	08/08/14	MES	Attention to documents needed for closing and transition of business to buyer	1.90	1,235.00
B130	08/10/14	EHH	Attention to closing issues	0.50	290.00
B130	08/11/14	DJB	Review closing documents for asset sale	1.10	759.00
B130	08/11/14	EHH	Draft, review and revise various closing documents (3); internal office conferences re same (1.3); various telephone calls re same (1.1); correspondence re same (.7); review of materials in connection with assumed employees (.4) and follow up re same (.2)	7.70	4,466.00
B130	08/11/14	MES	Revise proposed drafts of closing docs (2.1); various conferences and calls re: same (2.2)	4.30	2,795.00
B130	08/11/14	MES	Attention to closing documents, lease designation documents in preparation for closing	2.90	1,885.00
B130	08/12/14	DJB	Review and comment on subordination and asset purchase agreement provisions re: same	1.20	828.00
B130	08/12/14	DJB	Draft secured note with covenants and representations	1.60	1,104.00
B130	08/12/14	DJB	Review online search on buyer of assets	0.10	69.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B130	08/12/14	EHH	Drafting closing (1.1) and note documents (1.7); telephone calls (.7) correspondence (.4) and internal office conferences (1.5) re closing issues; attention to and follow up re issues re same (1.3)	6.70	3,886.00
B130	08/12/14	JNE	Revise form of employee offer letter; confer with E. Horn re: same	0.50	267.50
B130	08/12/14	MES	Address closing issues; review and finalize closing documents and conduct closing of sale of debtor's assets to United LC	7.80	5,070.00
B130	08/12/14	MES	Multiple conferences and calls with buyer's team, debtors' team re: closing of sale	2.80	1,820.00
B130	08/12/14	MES	Multiple calls with PWC team, CRO in preparation for closing	0.90	585.00
B130	08/13/14	DJB	Preparation of documents including redraft of intercreditor agreement with purchaser	0.90	621.00
B130	08/13/14	DJB	Review revisions to documents re: asset purchase	0.40	276.00
B130	08/13/14	EHH	Draft, review and revise note and subordination documents (1.5); office conferences re same (.8); telephone calls re same (.7); draft, review and revise additional closing documents (2); telephone calls (.5) and office conferences (.7) re same	5.20	3,016.00
B130	08/13/14	MES	Communications with Salus, buyer, debtor re: revisions to closing documents; open issues with closing and transfer of assets	1.90	1,235.00
B130	08/13/14	MES	Attention to closing issues and transfer of assets to purchaser	3.20	2,080.00
B130	08/13/14	MES	Review closing documents, revisions to same; effect closing of sale of assets	1.70	1,105.00
B130	08/14/14	CMP	Circulate correspondence re: revised DIP Budget and scheduling all hands call	0.10	55.00
B130	08/14/14	EHH	Correspondence and telephone calls re closing issues (.7); internal conferences re same (.5); review and analysis of APA and related materials re outstanding issues (.8); attention to related issues (1.5)	3.50	2,030.00

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<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B130	08/14/14	KJ	E-mail communications with D. Barkin, E. Horn, M. Seymour and CSC	0.20	50.00
B130	08/14/14	KJ	Draft UCC-1	0.20	50.00
B130	08/14/14	MES	Address issues with agency agreement, store closing sales and transfer of assets to United	2.10	1,365.00
B130	08/15/14	CMP	Review multiple correspondence re: DIP Budget and Final DIP Order	0.10	55.00
B130	08/15/14	EHH	Review of various materials in connection with designation issues (.8); internal office conferences re same (.7); telephone calls (.4) and correspondence (.3) re same	2.20	1,276.00
B130	08/15/14	MES	Review lists of potential leases and contracts subject to assumption; address issues raised by possible designation of same (1.9) address open issues of sale with United (1.0)	2.90	1,885.00
B130	08/18/14	KAR	Telephone conference with P. Mandarino re: wire to Salus	0.20	177.00
B130	08/18/14	KJ	E-mail communications with D. Barkin re: UCC filing	0.10	25.00
B130	08/18/14	KJ	E-mail communications with CSC re: UCC filing	0.10	25.00
B130	08/19/14	EHH	Telephone call with A&G realty, PwC and LS re lease issues	0.60	348.00
B130	08/19/14	EHH	Review of materials re sale inquiry received	0.40	232.00
B130	08/19/14	MES	Review purchaser's list of assumed leases; revise notice of assumption, circulate to debtor for approval and filing; address questions re: same, filing and service of same	2.10	1,365.00
B130	08/21/14	EHH	Review of APA re executory contract issues (.8); review of Agency Agreement re rent issues (.5)	1.30	754.00
B130	08/21/14	EHH	Internal meetings and discussion re stub rent and DIP issues	0.80	464.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B130	08/21/14	KAR	Internal meetins and discussion re: stub rent and DIP issues	0.80	708.00
B130	08/21/14	MES	Multiple conferences with landlords, committee counsel, DIP lender's counsel re: DIP budget, stub rent issues and cure issues	1.80	1,170.00
B130	08/21/14	MES	Internal meetins and discussion re: stub rent and DIP issues	0.80	520.00
B130	08/22/14	EHH	Review of materials in connection with designation issues (.4); correspondence (.2) and telephone calls (.4) re same	1.00	580.00
B130	08/22/14	EHH	Review of materials re remaining assets (.4) and discussion re monetizing of same (.2)	0.60	348.00
B130	08/22/14	MES	Conferences with landlords re: concerns with assumption and assignment of leases to purchaser	0.90	585.00
B130	08/23/14	MES	Prepare and file supplement to assumption notice with additional lease to be assumed and assigned to purchaser	0.90	585.00
B130	08/25/14	CMP	Review multiple correspondence from E. Horn, M. Seymour, PwC team, and counsel for lenders re: DIP Budget	0.10	55.00
B130	08/29/14	EHH	Review and revisions to order re assumption (.4); prepare same for circulation to court (.2); telephone calls with chambers re same (.2)	0.80	464.00
<b>Total B130 - Asset Disposition</b>				<b>236.50</b>	<b>\$140,862.00</b>

B150 Meetings of and Communication with Creditors

B150	08/01/14	KW	Correspond with client and utility providers to resolve adequate assurance requests	2.10	808.50
B150	08/06/14	CMP	Call with creditor re: chapter 11	0.10	55.00
B150	08/06/14	KW	Confer with C. Porter and address utility adequate assurance requests	1.80	693.00

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<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B150	08/07/14	CMP	Call with Anna of Hawaiian Electric re: case status and open issues	0.20	110.00
B150	08/07/14	CMP	Contact creditor re: threat to terminate service on account of nonpayment of post-petition invoices	0.50	275.00
B150	08/07/14	KW	Confer with C. Porter regarding resolution of utility requests for adequate assurance; correspond with attorneys for utility providers	2.90	1,116.50
B150	08/08/14	CMP	Calls with creditors re: case status	0.20	110.00
B150	08/08/14	CMP	Calls with former customers re: case status	0.10	55.00
B150	08/08/14	CMP	Draft letter to creditor re: payment demand and violation of the automatic stay	0.50	275.00
B150	08/08/14	KAR	Conference call with creditors committee re: DIP objection	0.50	442.50
B150	08/08/14	KW	Call utility provider's attorneys regarding proposed adjournment; confer with chambers regarding adjourning hearing; send follow up correspondence to utility providers regarding adjournment	1.50	577.50
B150	08/08/14	KW	Confer with counsel for utility providers regarding adequate assurance deposits	0.50	192.50
B150	08/08/14	KW	Revise final utility order to reflect adjournment of hearing with respect to utility providers who seek additional adequate assurance	0.50	192.50
B150	08/09/14	CMP	Draft detailed correspondence re: issues with creditor insisting on payment for pre petition debts	0.70	385.00
B150	08/09/14	CMP	Calls with M. Seymour re: issues with creditor insisting on payment for pre petition debts	0.20	110.00
B150	08/11/14	KW	Draft correspondence concerning utility settlements	0.30	115.50
B150	08/11/14	KW	Confer with M. Seymour and draft correspondence regarding proposed settlements with utility providers	0.90	346.50

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B150	08/12/14	KW	Confer with M. Seymour regarding proposed stipulation with utility provider (.3) and speak with counsel regarding same (.3); circulate proposed draft stipulation to client for approval (.6)	1.20	462.00
B150	08/13/14	CMP	Call with Lisa Kim, counsel for BBCN Bank	0.20	110.00
B150	08/13/14	KW	Communicate with utility providers; draft status report of utility negotiations and circulate internally	2.00	770.00
B150	08/13/14	KW	Draft email correspondence regarding proposed stipulation to utility provider	0.30	115.50
B150	08/13/14	KW	Review statements and other documentation provided by utility providers; Prepare chart and draft email to collect information from client relevant to utility settlement discussions	2.50	962.50
B150	08/19/14	KW	Telephone call with attorney representing contract counterparty regarding case status; circulate email regarding same	0.20	77.00
B150	08/26/14	KAR	Draft e-mail to Brody re: potential resolution of committee objection to DIP budget	0.40	354.00
B150	08/27/14	KW	Email correspondence with client regarding issuance of final utility bills	0.30	115.50
B150	08/28/14	KW	Review correspondence from utility provider and send to counsel for purchaser	0.30	115.50
<b>Total B150 - Meetings of and Communication with Creditors</b>				20.90	\$8,942.00

B160 Fee/Employment Applications

B160	08/04/14	GB	Communicate with M. Klein and M. Seymour re: possible objection to debtor professional (Northpoint and Consensus) retentions	0.30	256.50
B160	08/04/14	MES	Communications with M. Klein re: committee issues with retention applications of Consensus, CRO	0.30	195.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B160	08/05/14	KAR	Review e-mail from M. Russell re: 360 Merchant Solution fees	0.20	177.00
B160	08/05/14	KAR	Draft e-mail to M. Russell re: 360 Merchant Solution fees	0.20	177.00
B160	08/05/14	MES	Communications with M. O'Hara re: committee objections to CONsensus retention	0.30	195.00
B160	08/06/14	MES	Communications with M. Klein, R. Bunka to resolve committee issues with CRO retention	0.30	195.00
B160	08/07/14	EHH	Office conferences with Salus, PwC, Consensus and others re sale process (1.7); preparation for sale hearing (3.3)	5.00	2,900.00
B160	08/08/14	GCB	Preparation and filing of Supplemental Declaration of P. Mandarino re: PricewaterhouseCoopers Retention	0.40	80.00
B160	08/11/14	GCB	Call with chambers regarding orders to be entered for PWC and CRO	0.60	120.00
<b>Total B160 - Fee/Employment Applications</b>				<b>7.60</b>	<b>\$4,295.50</b>

B165 Employment and Retention Applications - Others

B165	08/04/14	KW	Review and revise proposed retention orders for Debtor's professionals	1.20	462.00
B165	08/06/14	GB	Review revised retention re: Point North	0.20	171.00
B165	08/06/14	KW	Make revisions to retention proposed orders and circulate internally and to client	0.70	269.50
B165	08/07/14	CMP	Exchange correspondence with J. Rim re: orders approving retention of Debtor's professionals	0.10	55.00
B165	08/07/14	CMP	Correspondence with M. O'Hara re: order approving Consensus' retention	0.10	55.00
B165	08/07/14	KW	Correspond regarding proposal for Epiq to amend retention to assist in preparation of schedules	0.30	115.50

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B165	08/08/14	KW	Correspond regarding proposed amended retention of Epiq	0.20	77.00
B165	08/13/14	KW	Email correspondence regarding parameters of Epiq retention	0.30	115.50
B165	08/18/14	CMP	Draft retention application for Evergreen Partners	0.30	165.00
<b>Total B165 - Employment and Retention Applications - Others</b>				3.40	\$1,485.50

B175 Fee Applications and Invoices - Others

B175	08/08/14	KW	Finalize interim comp motion, notice and proposed order; prepare same for filing	2.40	924.00
B175	08/21/14	CMP	Obtain and circulate sample final fee applications for Consensus to review and use as a model	0.30	165.00
<b>Total B175 - Fee Applications and Invoices - Others</b>				2.70	\$1,089.00

B180 Avoidance Action Analysis

B180	08/06/14	CMP	Review client's payment history to various utility companies	0.50	275.00
B180	08/06/14	CMP	Meeting with M. Seymour, E. Horn and K. Waldron re: vendor claims and open issues	0.20	110.00
B180	08/06/14	MES	Meeting with C. Porter, E. Horn and K. Waldron re: vendor claims and open issues	0.20	130.00
<b>Total B180 - Avoidance Action Analysis</b>				0.90	\$515.00

B185 Assumption/Rejection of Leases and Contracts

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B185	08/01/14	CMP	Draft correspondence to M. Seymour, E. Horn, and K. Waldron re: lease assumption motion and cure costs	0.20	110.00
B185	08/01/14	CMP	Draft lease assumption motion	2.30	1,265.00
B185	08/01/14	CMP	Revise draft stipulation with Westfield to include GB's comments	1.00	550.00
B185	08/01/14	CMP	Exchange correspondence with J. Rim re: revisions to Garden State Plaza settlement stipulation	0.20	110.00
B185	08/01/14	CMP	Review and revise stipulation with Westfield landlord waiving landlord's claims against the estate	0.50	275.00
B185	08/01/14	CMP	Call with M. Seymour re: revised stipulation with Westfield landlord waiving landlord's claims against the estate	0.20	110.00
B185	08/01/14	CMP	Draft correspondence to I. Markus re: stipulation with Westfield landlord waiving landlord's claims against the estate	0.10	55.00
B185	08/01/14	MES	Call with C. Porter re: revised stipulation with Westfield landlord waiving landlord's claims against the estate	0.20	130.00
B185	08/02/14	CMP	Call with K. Waldron re: lease assumption motion and relationship to sale	0.50	275.00
B185	08/03/14	CMP	Review correspondence re: Waikiki fixture abandonment	0.10	55.00
B185	08/04/14	CMP	Review debtor's lease agreements and related amendments with Taubman landlord	1.50	825.00
B185	08/04/14	CMP	Research to determine ownership of FFE and trade fixtures for lease rejected in chapter 11 matter and related questions	1.20	660.00
B185	08/04/14	CMP	Draft memo summarizing arguments and current case law re: Taubman Landlord and rights to FFE	1.00	550.00
B185	08/04/14	CMP	Review correspondence from client re: issue with store 59 and GOB sale	0.10	55.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B185	08/05/14	CMP	Draft reply correspondence to A. Conway re: adjournment of objection and open issues	0.20	110.00
B185	08/05/14	CMP	Call with M. Seymour and A. Conway re: arguments and current case law re: Taubman Landlord and rights to FFE	0.30	165.00
B185	08/05/14	CMP	Review Westfield's edits to stipulation re: lease rejection	0.20	110.00
B185	08/05/14	CMP	Call with M. Seymour and I. Volkov re: arguments and current case law re: Taubman Landlord and rights to FFE	0.30	165.00
B185	08/05/14	CMP	Draft memo summarizing arguments and current case law re: Taubman Landlord and rights to FFE	0.30	165.00
B185	08/05/14	CMP	Call with M. Seymour re: arguments and current case law re: Taubman Landlord and rights to FFE	0.10	55.00
B185	08/05/14	CMP	Draft correspondence to I. Volkov re: current case law discussing Landlord rights to FFE	0.40	220.00
B185	08/05/14	CMP	Daft correspondence to client re: Taubman Landlord and rights to FFE	0.20	110.00
B185	08/05/14	CMP	Draft correspondence to A. Conway re: adjournment of objection and open issues	0.30	165.00
B185	08/05/14	MES	Call with C. Porter and I. Volkov re: arguments and current case law re: Taubman Landlord and rights to FFE	0.30	195.00
B185	08/05/14	MES	Call with C. Porter and A. Conway re: arguments and current case law re: Taubman landlord and rights to FFE	0.30	195.00
B185	08/06/14	CMP	Email to landlord for waikiki store re: abandonment of FFE	0.10	55.00
B185	08/06/14	CMP	Email to A. Conway re: abandonment of FFE at stores whose leases were rejected as of July 31	0.10	55.00
B185	08/06/14	CMP	Review and revise stipulation with Westfield landlord	0.50	275.00
B185	08/06/14	CMP	Exchange correspondence with J. Rim re: revised stipulating with Westfield client	0.10	55.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B185	08/06/14	CMP	Exchange correspondence with counsel for Westfield re: revised stipulation	0.20	110.00
B185	08/07/14	CMP	Exchange multiple correspondence with N. Ferland, counsel for Westfield landlord re: revisions to stipulation settling issues with Garden State Plaza and Roseville Leases	0.50	275.00
B185	08/12/14	CMP	Draft correspondence to J. Rim re: stip with Westfield	0.10	55.00
B185	08/12/14	CMP	Call with Westfield landlord counsel re: stipulation status	0.20	110.00
B185	08/12/14	CMP	Draft correspondence to Westfield landlord counsel re: stipulation status	0.20	110.00
B185	08/12/14	CMP	Call with David Griffith and Danelle Leon re: rejection of Telecheck contract and equipment leases	0.30	165.00
B185	08/12/14	CMP	Draft correspondence to LS Team re: rejection of Telecheck contract and equipment leases and next steps	0.30	165.00
B185	08/12/14	CMP	Exchange multiple correspondence with D. Leon re: equipment leases to be rejected	0.20	110.00
B185	08/14/14	CMP	Follow up with client re: list of telecheck machines	0.10	55.00
B185	08/18/14	CMP	Draft notice of rejected contract and related exhibits	1.00	550.00
B185	08/19/14	CMP	Revise notice of assumed leases and related exhibits	1.90	1,045.00
B185	08/19/14	EHH	Drafting, review and revision re assumption and assignment issues	0.80	464.00
B185	08/19/14	MES	Review purchaser designation list; multiple communications with purchaser re: leases to be assumed and cure amounts; finalize notice of assumption for filing	4.90	3,185.00
B185	08/20/14	CMP	Call with D. Griffith re: warehouse and corporate office lease	0.10	55.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B185	08/20/14	CMP	Research and locate most recent warehouse and corporate office lease	0.20	110.00
B185	08/20/14	CMP	Draft correspondence to M. Seymour re: rent payments made to landlord for warehouse and corporate office	0.10	55.00
B185	08/20/14	EHH	Review of assumption materials (.3); circulate same to various landlords (.2); telephone calls and correspondence re same (.4)	0.90	522.00
B185	08/20/14	MES	Conferences with landlords' counsel re: assumption list and cure amounts	0.80	520.00
B185	08/20/14	MES	Address objections to proposed assumption and stub rent claims	0.80	520.00
B185	08/21/14	EHH	Telephone call with M Seymour and D Pollack re rent issues	0.50	290.00
B185	08/21/14	EHH	Draft stipulation re stub rent deal with GGP (1); revisions to same (.1); review of materials in connection with same (.4); and follow up re same (.3)	1.70	986.00
B185	08/21/14	EHH	Various correspondence re stub rent issues (.3) and telephone calls re same (.5)	0.80	464.00
B185	08/21/14	EHH	Review of franchise agreements (.6) and other executory contracts (.6); and follow up re same (.3)	1.50	870.00
B185	08/21/14	KAR	Telephone conference with M. Jerbich re: GGP leases	0.20	177.00
B185	08/21/14	KAR	Telephone conference with P. Mandarino re: GGP stub rents	0.20	177.00
B185	08/21/14	KAR	Telephone conference with S. Starr re: stub rents and budget	0.40	354.00
B185	08/21/14	KAR	Conference call with J. Wolf and K. Shonak re: GGP stub rents	0.40	354.00
B185	08/21/14	MES	Telephone call with M. Seymour and D. Pollack re: rent issues	0.50	325.00
B185	08/21/14	MES	Review and revise proposed stipulation resolving stub rent claim of GGP	0.50	325.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B185	08/22/14	KAR	Conference call re: dealing with Stub Rents	0.40	354.00
B185	08/22/14	KAR	Meeting with M. Seymour re: LL Settlements	0.30	265.50
B185	08/22/14	MES	Draft supplement to assumption notice for additional leases (.9); communications to Salus, Debtor re: status of objection (1.0)	1.90	1,235.00
B185	08/22/14	MES	Communications with buyer's team re: assumption and cure issues	0.80	520.00
B185	08/22/14	MES	Meeting with K. Rosen re: LL Settlements	0.30	195.00
B185	08/24/14	EHH	Review of GGP reservation of rights and related documents	0.30	174.00
B185	08/24/14	MES	Review proposed assumption and assignment documentation for hearing	0.90	585.00
B185	08/25/14	EHH	Review of materials re executory contracts (.6); telephone calls re same (.5); correspondence re same (.4)	1.50	870.00
B185	08/25/14	KW	Draft contract rejection notice	1.10	423.50
B185	08/25/14	KW	Review file and send email to M. Seymour regarding status of lease assumptions	1.00	385.00
B185	08/25/14	KW	Review and compile summary of vacate notices and assumption notice and deadlines; prepare summary draft email to D. Weinstein regarding assumption of leases of vacated stores and establishment of utility accounts	1.40	539.00
B185	08/25/14	MES	Communications with purchaser and landlord re: assumption and assignment of leases, proposed cure amounts and objections to same	0.90	585.00
B185	08/25/14	MES	Review status report on assumption from K. Waldron	0.50	325.00
B185	08/26/14	CMP	Follow up with E. Horn and M. Seymour re: stipulation resolving Garden State Plaza & Roseville Location claims with Westfield Landlord	0.10	55.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B185	08/26/14	EHH	Review and analysis of various lease materials re disputed stub rent issues	0.80	464.00
B185	08/26/14	EHH	Review and revisions to stipulation resolving stub rent and cure issues	0.70	406.00
B185	08/26/14	EHH	Review of objections filed re assumption and assignment issues	0.60	348.00
B185	08/26/14	KW	Prepare notice to assume leases	1.10	423.50
B185	08/26/14	MES	Work on resolving landlord and committee objections to final DIP financing, lease assumption	3.80	2,470.00
B185	08/27/14	CMP	Exchange correspondence with counsel re: stipulation resolving Garden State Plaza & Roseville Location claims with Westfield Landlord	0.20	110.00
B185	08/27/14	EHH	Drafting and follow up re DIP and stub rent issues and proposed resolution in connection with same	1.30	754.00
B185	08/27/14	KW	Confer with M. Seymour regarding utility accounts post assumption; draft and send correspondence to purchaser's counsel regarding same	0.80	308.00
B185	08/27/14	KW	Review email correspondence regarding assumption notice; confer with M. Seymour regarding same; revise notice to assume leases	0.50	192.50
B185	08/27/14	MES	Extensive negotiations with landlords, Salus, committee re: cure amounts and issues related to assumption and assignment of leases to purchaser	3.90	2,535.00
B185	08/27/14	MES	Confer with K. Waldron re: utility accounts post assumption	0.40	260.00
B185	08/27/14	MES	Prepare for contested hearing on lease assumptions to buyer	2.90	1,885.00
B185	08/27/14	MES	Communications and conferences with buyer	1.70	1,105.00
B185	08/28/14	EHH	Attend hearing re assumption and assignment of leases to purchaser and meeting prior to and after same re same	2.00	1,160.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B185	08/28/14	EHH	Various telephone calls, correspondence and other preparation in connection with assumption and assignment hearing and working through issues to resolve issues with same	2.50	1,450.00
B185	08/28/14	EHH	Review and revisions to order re assumption and assignment issues	1.30	754.00
B185	08/28/14	KAR	Prepare for assumption hearing	2.00	1,770.00
B185	08/28/14	KAR	Attend court hearing re: assumption of leases and prepare for meeting	2.00	1,770.00
B185	08/28/14	MES	Continued negotiations with landlords and committee re: DIP budget and resolution of open objections for assumption of leases	2.60	1,690.00
B185	08/28/14	MES	Review and finalize order approving assumption of leases for submission to court	0.90	585.00
B185	08/29/14	EHH	Telephone calls (1), correspondence (.3) and review of materials (.5) re rejection of outstanding executory contracts	1.80	1,044.00
B185	08/29/14	MES	Multiple communications with PWC, Debtor re: assumption and assignment of executory contracts, rejection of leases and contracts not designated by purchaser; review contracts and leases for rejection related issues	2.70	1,755.00
B185	08/29/14	MES	Revise notice of rejection, exhibits of leases and executory contracts to be rejected; communications with debtor re: same	1.30	845.00
B185	08/29/14	MES	Multiple calls with Debtor, PwC re: revised DIP budget, rejection of additional store leases	1.70	1,105.00
<b>Total B185 - Assumption/Rejection of Leases and Contracts</b>				<b>84.00</b>	<b>\$51,323.00</b>

B190 Other Contested Matters (excluding assumption/rejection motions)

B190	08/04/14	GCB	Review numerous emails re: service of WARN notice	1.20	240.00
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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B190	08/04/14	TRW	Confer with D. Van Grouw re: substance, form and legal basis for adversary proceeding seeking turnover of estate funds	0.60	336.00
B190	08/05/14	KAR	Telephone conference with D. Weinstein re: 503b9 claims	0.20	177.00
B190	08/06/14	KW	Prepare stipulation for Georgia Power Company adequate assurance	1.50	577.50
B190	08/18/14	KW	Attend to and communicate with client regarding utility negotiations for adequate assurance	3.50	1,347.50
B190	08/19/14	KW	Prepare and circulate status report regarding utility negotiations	0.70	269.50
B190	08/19/14	KW	Correspond with utility providers and client regarding final prepetition bills; review same and reconcile with client's records; perform follow up with utility providers	5.10	1,963.50
B190	08/20/14	KW	Correspond internally regarding utility negotiations	0.80	308.00
B190	08/20/14	KW	Correspond with utility providers and review final bills and audits to reconcile with client records	1.60	616.00
B190	08/21/14	CMP	Draft substantive correspondence to LS Team re: summary of Philippines and Saudi Arabia franchise agreement, suggested next steps	0.50	275.00
B190	08/21/14	KW	Review utility bills to confirm outstanding amounts and prepare internal status report of negotiations (.9); confer with M. Seymour regarding next steps (.3)	1.20	462.00
B190	08/21/14	KW	Locate and send research on stub rent in the 3rd circuit	0.20	77.00
B190	08/21/14	KW	Correspond with client regarding bills and payment records for utility providers requesting adequate assurance	0.30	115.50
B190	08/21/14	KW	Review utility records and confirm with client the application of post-petition credits on accounts	0.40	154.00
B190	08/21/14	MES	Communication with K. Waldron re: utility settlements, deposits	0.30	195.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B190	08/22/14	KAR	Meeting with M. Seymour, E. Horn re: landlord settlements	0.60	531.00
B190	08/22/14	KW	Confer with utility providers regarding adequate assurance proposal; prepare summary of negotiation status with anticipated total amount needed for assurance to H. Schenk	1.90	731.50
B190	08/22/14	KW	Telephone conference with M. Seymour regarding assumption list and vacate notices	0.20	77.00
B190	08/22/14	MES	Meeting with K. Rosen, E. Horn re: landlord settlements	0.60	390.00
B190	08/22/14	MES	Telephone conference with M. Seymour re: assumption list and vacate notices	0.20	130.00
B190	08/25/14	KW	Confer with M. Seymour regarding utility negotiations	0.20	77.00
B190	08/25/14	MES	Confer with K. Waldron re: utility negotiations	0.20	130.00
B190	08/26/14	KW	Internal email correspondence regarding completion of utility adequate assurance settlements	0.30	115.50
B190	08/27/14	KW	Review assumption and vacate notices and return call to address inquiry of utility provider	0.40	154.00
B190	08/28/14	KW	Email correspondence with utility providers regarding termination of accounts and adequate assurance settlement	1.10	423.50
<b>Total B190 - Other Contested Matters (excluding assumption/rejection motions)</b>				<b>23.80</b>	<b>\$9,873.00</b>

B195 Non-Working Travel

B195	08/07/14	EHH	Travel time re sale hearing	1.00	290.00
B195	08/20/14	EHH	Travel time re 341 meeting	1.00	290.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B195	08/28/14	EHH	Travel time re assumption and assignment hearing	1.00	290.00
<b>Total B195 - Non-Working Travel</b>				<b>3.00</b>	<b>\$870.00</b>

B200 - Operations

B210 Business Operations

B210	08/01/14	CMP	Review correspondence from Florida Light and Power; discuss with K. Waldron	0.10	55.00
B210	08/01/14	CMP	Draft correspondence to M. Seymour, E. Horn, and K. Waldron re: open issues list and next steps	0.40	220.00
B210	08/01/14	CMP	Call with M. Seymour, E. Horn, and K. Waldron re: open issues list and next steps	0.50	275.00
B210	08/01/14	CMP	Address client inquiry re: WARN Act issues	0.30	165.00
B210	08/01/14	MES	Communications with landlord for Hawaii store re: lease rejection; FF&E abandoned at store; follow-up with debtor and CRO re: same	0.50	325.00
B210	08/04/14	JNE	Confer with C. Porter re: WARN Act issues and calculation of potential damages; confer with A. Graw re: same; revise talking points; review updated WARN data and confer with C. Porter re: same	2.40	1,284.00
B210	08/05/14	CMP	Discussion with M. Seymour and K. Waldron re: settlement motion and next steps	0.10	55.00
B210	08/05/14	KW	Correspond regarding utility motion hearing	0.20	77.00
B210	08/06/14	CMP	All hands calls (2) re: sale of company to United	1.00	550.00
B210	08/06/14	CMP	Review and revise stipulation with GA Power	0.50	275.00
B210	08/06/14	JNE	Review updated WARN data; telephone conference re: same	0.90	481.50

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B210	08/07/14	CMP	Draft correspondence to A. Fiume, counsel for ADP, re: case status and open issues	0.20	110.00
B210	08/07/14	CMP	Multiple calls with counsel for ADP re: "corporate check" and maintaining existing payroll processing system	0.40	220.00
B210	08/07/14	CMP	Draft correspondence to J. Rim re: status of calls with counsel for ADP re: "corporate check" and maintaining existing payroll processing system	0.20	110.00
B210	08/07/14	CMP	Review draft correspondence to be sent to utility providers re: adjournment of hearing to approve final order	0.10	55.00
B210	08/07/14	CMP	Call with D. Griffin re: necessity for ADP to continue processing paychecks in same manner completed prior to Petition Date	0.20	110.00
B210	08/07/14	KAR	Telephone conference with P. Mandarino re: administrative solvency	0.30	265.50
B210	08/08/14	CMP	Discussion with K. Waldron re: utility settlements and next steps	0.30	165.00
B210	08/08/14	CMP	Draft correspondence to utility providers re: case status and next steps	0.30	165.00
B210	08/08/14	CMP	Draft follow up correspondence to counsel for ADP, A. Fiume, re: continuation of payroll services post-petition	0.40	220.00
B210	08/08/14	CMP	Discussion with M. Seymour re: follow up correspondence to counsel for ADP, A. Fiume, re: continuation of payroll services post-petition	0.20	110.00
B210	08/08/14	CMP	Review correspondence from counsel for ADP, A. Fiume re: payroll services	0.10	55.00
B210	08/08/14	MES	Discussion with M. Seymour re: follow up correspondence to counsel for ADP, A. Fiume, re: continuation of payroll services post-petition	0.20	130.00
B210	08/10/14	CMP	Draft correspondence to counsel for GA Power re: settlement	0.10	55.00

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<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B210	08/11/14	CMP	Review detailed correspondence from S. Wiseman of ADP re: continuation of payroll processing	0.20	110.00
B210	08/11/14	KW	Correspond regarding preparation of July monthly operating report	0.20	77.00
B210	08/13/14	CMP	Review cash management motion and order in connection with information request made by Lisa Kim, counsel for BBCN Bank	0.20	110.00
B210	08/13/14	CMP	Draft correspondence to R. Bunka and D. Griffith re: call with Lisa Kim, counsel for BBCN Bank and impact on cash management motion	0.20	110.00
B210	08/13/14	CMP	Meeting with M. Seymour re: tax return preparation and next steps	0.10	55.00
B210	08/13/14	CMP	Exchange correspondence with K. Waldron re: permission for Debtor to file a joint MOR for July & August 2014	0.10	55.00
B210	08/13/14	KW	Confer with United States Trustee regarding preparation of monthly operating report and 341 meeting; draft email correspondence memorializing discussion	0.40	154.00
B210	08/13/14	KW	Confer internally and with PricewaterhouseCoopers regarding preparation of a joint monthly operating report for July and August	0.30	115.50
B210	08/13/14	MES	Meeting with C. Porter re: tax return preparation and next steps	0.10	65.00
B210	08/15/14	CMP	Review multiple correspondence re: Utility Orders	0.10	55.00
B210	08/15/14	KAR	Conference call re: budget	0.20	177.00
B210	08/15/14	KAR	Conference call re: professional fees	0.20	177.00
B210	08/18/14	CMP	Meeting with M. Seymour re: case status, DIP issues and open items	0.30	165.00
B210	08/18/14	KW	Review correspondence from purchaser's attorney and send internal follow up email to M. Seymour and E. Horn	0.20	77.00

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<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B210	08/18/14	MES	Meeting with M. Seymour re: case status, DIP issues and open items	0.30	195.00
B210	08/19/14	CMP	Research treatment of franchise agreements in chapter 11	0.30	165.00
B210	08/19/14	CMP	Meeting with M. Seymour re: case status, dip issues and open items	0.20	110.00
B210	08/19/14	EHH	Draft, review and revise global notes to schedules and sofa (1.5); review and revisions to schedules and sofa (1.8) internal conferences re same (.9); and follow up re same (.4)	4.60	2,668.00
B210	08/20/14	CMP	Draft letter to Coral Springs Improvement District re: turn off of water and violation of automatic stay	0.30	165.00
B210	08/20/14	CMP	Follow up correspondence re: rejection of Telecheck contract	0.10	55.00
B210	08/20/14	CMP	Research enforceability of arbitration clauses in franchise agreements, choice of law provisions, and potential arguments to enforce franchise agreement	0.90	495.00
B210	08/20/14	CMP	Call with D. Griffith re: franchise agreements with Othaim Holding Co & Robinson Specialty Stores	0.20	110.00
B210	08/20/14	EHH	Internal office conferences w M Seymour and internal office conference w R Bunka re 341 and questions re case going forward	1.00	580.00
B210	08/20/14	EHH	Meeting with R Bunka prior to 341 meeting	0.30	174.00
B210	08/20/14	EHH	Attend 341 meeting	0.70	406.00
B210	08/21/14	CMP	Correspondence with D. Griffith re: Hollywood Model Management claim issues	0.10	55.00
B210	08/21/14	CMP	Draft letter to Hollywood Model Management re: violation of automatic stay	0.50	275.00
B210	08/21/14	CMP	Research potential claim of Hollywood Model management that photos cannot be used on website because release not provided	0.10	55.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B210	08/21/14	KW	Follow up with utility provider to ensure water service restored; draft email to client summarizing status	0.40	154.00
B210	08/27/14	KW	Correspond and confer with R. Bunka regarding timing of termination of utility accounts	0.70	269.50
B210	08/27/14	KW	Correspond with various utility providers regarding termination of accounts prior to assumption	1.50	577.50
B210	08/28/14	KW	Address water stoppage at Debtor's store; confer with utility provider and client and prepare mailing advising provider of implications of water stoppage	0.60	231.00
B210	08/28/14	KW	Email correspondence with client regarding stores to be assumed where store closing sales remain ongoing	0.40	154.00
B210	08/28/14	KW	Email correspondence with client regarding termination dates of utility accounts	0.20	77.00
<b>Total B210 - Business Operations</b>				<b>26.10</b>	<b>\$14,006.50</b>

B220 Employee Benefits/Pensions

B220	08/01/14	CMP	Draft correspondence to J. Eakley re: potential warn act penalty and open issues	0.20	110.00
B220	08/01/14	CMP	Call with M. Seymour re: WARN issues and next steps	0.20	110.00
B220	08/01/14	CMP	Research open issues re: calculation of WARN liability	0.50	275.00
B220	08/01/14	CMP	Exchange correspondence with M. Vo re: employee list and calculation of benefits	0.20	110.00
B220	08/01/14	MES	Call with C. Porter re: WARN issues and next steps	0.20	130.00
B220	08/02/14	CMP	Draft correspondence to J. Eakley re: potential warn act penalty and open issues	0.30	165.00
B220	08/04/14	CMP	Revise warn damage calculation	0.60	330.00

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<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B220	08/04/14	CMP	Call with J. Eakley re: revised warn act damage analysis	0.20	110.00
B220	08/04/14	CMP	Exchange multiple correspondence with M. Vo re: employee terminations	0.20	110.00
B220	08/04/14	CMP	Draft substantive memo to client re: potential WARN damages, California guidance on exceptions, and next steps	1.10	605.00
B220	08/04/14	CMP	Revise and update WARN damage estimate	0.50	275.00
B220	08/04/14	CMP	Call with J. Eakley re: updated WARN damage estimate	0.30	165.00
B220	08/05/14	CMP	Review client's estimated WARN damage amounts	0.30	165.00
B220	08/05/14	CMP	Call with R. Bunka and client management re: potential WARN damage analysis	0.90	495.00
B220	08/05/14	CMP	Call with J. Eakley re: issues with WARN and estimate calculation	0.20	110.00
B220	08/06/14	CMP	Call with J. Eakley re: revised WARN analysis	0.20	110.00
B220	08/06/14	CMP	Call with J. Eakley, R. Bunka, M. Vo and PwC re: revised WARN analysis and next steps	0.50	275.00
B220	08/07/14	CMP	Call with M. Seymour, I. Lee re: payments to employees remaining post sale	0.30	165.00
B220	08/07/14	CMP	Follow up re: potential WARN Claim issues	0.20	110.00
B220	08/07/14	MES	Call with C. Porter, I. Lee re: payments to employees remaining post sale	0.30	195.00
B220	08/12/14	CMP	Exchange correspondence with J. Eakley re: Offer of Employment Letter to be sent by purchaser to current employees	0.10	55.00
B220	08/13/14	CMP	Meeting with Eric Horn re: sale closing and employees to be hired by purchaser	0.10	55.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
<b>Total B220 - Employee Benefits/Pensions</b>				7.60	\$4,230.00
<u>B230 Financing/Cash Collateral</u>					
B230	08/01/14	CMP	Review correspondence from A. Brody re: final dip order	0.10	55.00
B230	08/04/14	CMP	Status call with PC, LS, and Salus re: next steps and open issues	0.40	220.00
B230	08/04/14	CMP	Review correspondence from PBC re: final dip order	0.10	55.00
B230	08/04/14	CMP	Exchange correspondence with A. Brody re: PBC edits to final dip order	0.10	55.00
B230	08/04/14	DJB	Analysis of right of secured creditor to receive interest	0.30	207.00
B230	08/08/14	EHH	Telephone call with Salus, PwC and LS re DIP issues	0.80	464.00
B230	08/08/14	EHH	Telephone call with Committee counsel, Salus, PwC and LS re DIP issues	0.50	290.00
B230	08/08/14	EHH	Review of materials re DIP and open issues	0.80	464.00
B230	08/08/14	KAR	Telephone conference with Salus re: DIP objection of the creditors committee	0.40	354.00
B230	08/08/14	KAR	Telephone conference with A. Brody re: DIP settlement	0.40	354.00
B230	08/08/14	KAR	E-mails to/from J. Indyke re: DIP settlement	0.60	531.00
B230	08/08/14	MES	Communications with LS Team, debtor and Salus re: DIP objection, Committee issues	0.90	585.00
B230	08/08/14	MES	Telephone call with Committee counsel, Salus, PwC and LS re: DIP issues	0.50	325.00

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<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B230	08/08/14	MES	Telephone call with Salus, PwC, and LS re: DIP issues	0.80	520.00
B230	08/08/14	MES	Address issues with final approval of DIP facility; review latest draft of budget	1.10	715.00
B230	08/10/14	MES	Review latest draft of wind-down budget, respond to inquiries re: same	0.50	325.00
B230	08/12/14	CMP	Exchange correspondence with G. Bender re: DIP and open issues	0.20	110.00
B230	08/14/14	DJB	Confer with M. Seymour re: need for and terms of DIP extension	0.30	207.00
B230	08/14/14	DJB	Review and revise UCC-1 and related documents	0.20	138.00
B230	08/14/14	DJB	Review DIP agreement and order re: possible extension	0.30	207.00
B230	08/14/14	MES	Review latest budget and open issues in preparation for call with Salus	1.20	780.00
B230	08/14/14	MES	Confer with D. Barkin re: need for and terms of DIP extension	0.30	195.00
B230	08/15/14	EHH	Review of DIP and budget materials and attention to issues re same	0.60	348.00
B230	08/15/14	MES	Calls with PWC, Salus re: budget, stub rent issues, fee escrow issues	1.30	845.00
B230	08/16/14	EHH	Review of budget issues in connection with DIP	0.30	174.00
B230	08/16/14	GB	Communications from FTI re: budget questions	0.10	85.50
B230	08/18/14	GB	Review budget (.2) and communicate with Indyke and Rosen re: budget and lease assumptions (.3)	0.50	427.50
B230	08/18/14	KAR	Telephone conference with P. Mandarino re: wire to Salus	0.20	177.00
B230	08/18/14	MES	Conferences with DIP lender's counsel re: final DIP hearing and resolution of informal objections to same	0.80	520.00

ALL DETAILED INFORMATION IS CONSIDERED TO BE PRIVILEGED AND CONFIDENTIAL.

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B230	08/19/14	CMP	Attend all hands call with counsel for UCC and Debtor re: DIP settlement	0.60	330.00
B230	08/19/14	EHH	Review of materials re DIP issues (.3) and follow up re same (.2)	0.50	290.00
B230	08/19/14	EHH	Telephone call with PwC, Committee counsel, FTI and LS re DIP and budget issues	0.80	464.00
B230	08/19/14	EHH	Telephone call with Salus and professionals, Committee counsel, PwC and LS re budget and DIP issues	0.30	174.00
B230	08/19/14	KAR	Telephone call with PwC, Committee counsel, FTI and LS re: DIP and budget issues	0.80	708.00
B230	08/19/14	KAR	Telephone call with Salus and professionals, Committee counsel, PwC and LS re budget and DIP issues	0.30	265.50
B230	08/19/14	MES	Calls with LS, A&G Realty re: lease assumption issues	0.70	455.00
B230	08/19/14	MES	Telephone call with Salus and professionals, Committee counsel, PwC and LS re budget and DIP issues	0.30	195.00
B230	08/19/14	MES	Telephone call with PwC, Committee counsel, FTI and LS re: DIP and budget issues	0.80	520.00
B230	08/20/14	MES	Conferences with Debtor, PwC team re: DIP budget	0.50	325.00
B230	08/20/14	MES	Conferences with Committee counsel, DIP lender's counsel re: final DIP hearing	0.60	390.00
B230	08/21/14	EHH	Review of materials in connection with DIP and budget issues	0.60	348.00
B230	08/21/14	KAR	Telephone conference with J. Wolf and K. Shonak re: DIP objections by the creditors committee	0.40	354.00
B230	08/22/14	EHH	Teleconference re DIP and stub rent issues	0.50	290.00
B230	08/22/14	EHH	Review of materials re stub rent and issues re same (.7); internal office conferences and teleconferences re same (1.1); correspondence (.2) and follow up (.3) re same	2.30	1,334.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B230	08/25/14	EHH	Review of materials in connection with stub rent disputes and issues re same	0.90	522.00
B230	08/25/14	EHH	Internal office conferences and discussion re DIP and stub rent issues	1.60	928.00
B230	08/25/14	EHH	Various telephone calls and correspondence re stub rent issues	1.40	812.00
B230	08/25/14	MES	Conferences with PWC, E Horn re: DIP financing hearing, revised budget and resolution of objection to DIP	0.70	455.00
B230	08/25/14	MES	Negotiations with various landlords re: objections to lease assumption, DIP budget	1.60	1,040.00
B230	08/26/14	EHH	Internal office conferences re DIP (.8) and stub rent (.6) issues	1.40	812.00
B230	08/26/14	EHH	Review and comment on revised DIP Order (.8); review of materials associated therewith (.4)	1.20	696.00
B230	08/26/14	EHH	Various correspondence drafted and reviewed re DIP, stub rent, and cure issues and steps to resolve same	0.80	464.00
B230	08/26/14	EHH	Telephone call with DIP Lender's counsel and M Seymour re DIP issues (.5); telephone calls with M Seymour re same (.2); telephone call with DIP lender's counsel and D. Branch re DIP and rent issues (.6); follow up telephone call with M. Seymour and A Brody re same (.4); several follow up telephone calls re same (1.3); telephone call with M Seymour and J Indyke re DIP issues (.4); telephone call with LS and PwC re DIP (.5); telephone call with A Brody and M Seymour (.4)	4.30	2,494.00
B230	08/26/14	KAR	Telephone conference with A. Brody re: UCC carve-out issue	0.40	354.00
B230	08/26/14	KAR	Conference call re: DIP objection to the creditors committee	0.40	354.00
B230	08/26/14	KAR	Telephone conference with A. Brody re: creditor committee carve out issue	0.40	354.00
B230	08/26/14	MES	Multiple calls and e-mails with PWC team, LS team and Salus re: DIP budget issues, resolutions with landlords on stub rent and assumption of leases	3.20	2,080.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B230	08/26/14	MES	Internal office conferences re: DIP (.8) and stub rent issues (.6)	1.40	910.00
B230	08/27/14	EHH	Various telephone call re DIP (1.2) and stub rent / admin expense (1) issues	2.20	1,276.00
B230	08/27/14	EHH	Various internal meetings and telephone calls re preparation for contested DIP and assumption hearing	2.00	1,160.00
B230	08/27/14	EHH	Review of various materials in connection with DIP and comment on same	1.50	870.00
B230	08/27/14	KAR	Telephone conference with J. Indyke re: DIP objection	0.40	354.00
B230	08/28/14	EHH	Review of materials re DIP and budget issues (.6); telephone calls (.3) and internal discussion re same (.8)	1.50	870.00
B230	08/28/14	MES	Prosecute hearing on assumption and assignment of leases to purchaser; final utility hearing and prep meeting	2.00	1,300.00
B230	08/28/14	MES	Travel to and from Newark for hearing	1.00	650.00
B230	08/29/14	EHH	Internal telephone calls re budget issues	0.30	174.00
B230	08/30/14	MES	Review current draft of final FIP financing order	0.60	390.00
B230	08/31/14	MES	Review revised budgets from PWC	0.60	390.00
<b>Total B230 - Financing/Cash Collateral</b>				<b>56.40</b>	<b>\$35,884.50</b>

B240 Tax Issues

B240	08/13/14	CMP	Call with D. Griffith re: tax issues and next steps	0.10	55.00
B240	08/20/14	CMP	Exchange correspondence with D. Griffith re: California State Board of Equalization and audit demand	0.20	110.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B240	08/20/14	CMP	Draft correspondence to M. Seymour re: California State Board of Equalization audit demand and suggested next steps	0.20	110.00
<b>Total B240 - Tax Issues</b>				0.50	\$275.00

B250 Real Estate

B250	08/03/14	KAR	Draft e-mail to M. O'Hara and A&G re: landlord negotiations	0.20	177.00
B250	08/06/14	KAR	Telephone conference with Jerbick re: more time to reach settlement with landlords	0.30	265.50
B250	08/21/14	KAR	E-mails to/from A. Brody re: settling stub rent claims	0.50	442.50
B250	08/22/14	KAR	Conference call with professionals re: dealing with stub rents	0.40	354.00
<b>Total B250 - Real Estate</b>				1.40	\$1,239.00

B260 Board of Directors

B260	08/06/14	EHH	Telephonic BOD call re sale issues (.9); telephone call with E Bond and G Langberg and M Seymour re same (.7)	1.60	928.00
B260	08/06/14	KAR	Conference call with E. Bond and G. Langberg re: Board of Directors approving sale	0.50	442.50
B260	08/06/14	KAR	Telephone conference with M. Seymour re: board deliberations	0.30	265.50
B260	08/06/14	MES	Telephonic board of directors call re: sale issues (.9); telephone call with E. Bond and G. Langberg and E. Horn re: same (.7)	1.60	1,040.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B260	08/06/14	MES	Telephone conference with K. Rosen re: board deliberations	0.30	195.00

<b>Total B260 - Board of Directors</b>	<b>4.30</b>	<b>\$2,871.00</b>
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B300 - Claims and Plan

B310 Claims Administration and Objections

B310	08/05/14	GCB	Attend to numerous calls re filing proofs of claim	1.00	200.00
B310	08/05/14	GCB	Numerous calls with Disney re: potential claim and call with client regarding same	0.30	60.00
B310	08/26/14	GCB	Attend to claim questions re filing proofs of claim	0.60	120.00
B310	08/26/14	GCB	Numerous calls and e-mails with creditors in connection to filing proofs of claim	0.90	180.00

<b>Total B310 - Claims Administration and Objections</b>	<b>2.80</b>	<b>\$560.00</b>
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B320 Plan and Disclosure Statement (including Business Plan)

B320	08/05/14	GB	Review comments to APA and communications re: APA process	0.30	256.50
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<b>Total B320 - Plan and Disclosure Statement (including Business Plan)</b>	<b>0.30</b>	<b>\$256.50</b>
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B400 - Bankruptcy-Related Advice

B430A Court Hearings

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<b>Code</b>	<b>Date</b>	<b>Timekeeper</b>	<b>Time Narrative</b>	<b>Hours</b>	<b>Amount</b>
B430A	08/06/14	KW	Confer regarding sale hearing and prepare proffer of M. O'Hara	2.90	1,116.50
B430A	08/07/14	KW	Assist in preparation for sale hearing	2.30	885.50
B430A	08/07/14	KW	Participate telephonically in sale hearing	0.70	269.50
B430A	08/28/14	KW	Appear telephonically for final hearing to consider utility motion	0.70	269.50
B430A	08/28/14	KW	Confer with M. Seymour in preparation for hearing on utility motion (.3); review and circulate relevant documents (.4)	0.70	269.50
B430A	08/28/14	MES	Confer with K. Waldron in preparation for hearing on utility motion	0.30	195.00
<b>Total B430A - Court Hearings</b>				<b>7.60</b>	<b>\$3,005.50</b>

B430C Non-Bankruptcy Court Litigation

B430C	08/14/14	CMP	Exchange correspondence with J. Rim re: B&B Contractors litigation	0.20	110.00
B430C	08/18/14	CMP	Review pleadings filed in B&B Contractors and case status	0.50	275.00
B430C	08/19/14	CMP	Call with D. Griffith re: B&B Contractors litigation	0.10	55.00
B430C	08/19/14	CMP	Review case docket for B&B Contractors litigation	0.10	55.00
B430C	08/19/14	CMP	Review B&B Complaint and appeal	0.90	495.00
B430C	08/22/14	CMP	Follow up re: location of B&B case file; multiple correspondence to client and LS Team members	0.10	55.00
B430C	08/23/14	CMP	Follow up re: location of B&B case file; multiple correspondence to client and LS Team members	0.10	55.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
<b>Total B430C - Non-Bankruptcy Court Litigation</b>				2.00	\$1,100.00
<u>B440 Schedules and Statements</u>					
B440	08/05/14	CMP	Exchange correspondence with J. Rim re: schedule G	0.10	55.00
B440	08/05/14	GCB	Review various e-mails from H. Schenk and client regarding update and revise Schedule G	0.50	100.00
B440	08/05/14	GCB	Update and revise Schedule G as requested and circulate same to PwC and client	0.50	100.00
B440	08/05/14	GCB	Review material received from H. Schenk and formatting of same in preparation of schedules and sofas	1.30	260.00
B440	08/06/14	GCB	Review material received from PwC re: preparation of schedules and sofas	1.60	320.00
B440	08/06/14	GCB	Confernece call with H. Schenk re schedules and statements	0.30	60.00
B440	08/07/14	GCB	Review and format schedule and sofas material received from PWC	1.70	340.00
B440	08/08/14	GCB	Preparation of schedules and SOFAS	6.00	1,200.00
B440	08/11/14	GCB	Review material regarding schedules and statements from PWC and re-formatting of same	2.50	500.00
B440	08/12/14	CMP	Exchange correspondence with G. Buccellato re: preference information for schedules	0.10	55.00
B440	08/12/14	GCB	Review material from PWC regarding schedules and sofas	0.50	100.00
B440	08/12/14	GCB	Telephone conference with H. Schenk re: outstanding information needed for schedules	0.40	80.00
B440	08/12/14	GCB	Attend to schedules and sofas	2.30	460.00

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Code	Date	Timekeeper	Time Narrative	Hours	Amount
B440	08/13/14	GCB	Numerous discussions with team regarding schedules and statements	0.80	160.00
B440	08/13/14	GCB	Review, edit and modify schedules and sofas	3.50	700.00
B440	08/14/14	GCB	Attend to schedules and sofas	3.20	640.00
B440	08/14/14	GCB	Numerous discussions with team regarding schedules and sofas	1.20	240.00
B440	08/18/14	CMP	Research and locate sample notes to accompany Debtor's schedules and statements	0.90	495.00
B440	08/18/14	GCB	Communications and follow up e-mails with H. Schenk regarding schedules and sofas	1.40	280.00
B440	08/18/14	GCB	Attend to global notes and circulate same to team	0.70	140.00
B440	08/18/14	GCB	Preparation and forwarding of detailed list to PwC regarding outstanding information missing for schedules and sofas	1.20	240.00
B440	08/18/14	GCB	Edit and revise sofas and schedules	1.40	280.00
B440	08/18/14	GCB	Circulate schedules and sofas to PwC for review and comments	0.40	80.00
B440	08/18/14	GCB	Transfer numerous emails to filseite and save various documents on system	0.40	80.00
B440	08/19/14	CMP	Assist with reviewing schedules and statements in anticipation of filing	0.20	110.00
B440	08/19/14	GCB	Attend to revisions and edits to schedules and sofas	11.00	2,200.00
B440	08/19/14	GCB	Preparation and filing of schedules and sofas	2.50	500.00
<b>Total B440 - Schedules and Statements</b>				<b>46.60</b>	<b>\$9,775.00</b>

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**Timekeeper Summary (by Task):**

<b>Task</b>	<b>Task Description</b>	<b>Hours</b>	<b>Fees</b>
B110	Case Administration	55.70	\$17,783.50
B120	Asset Analysis and Recovery	15.00	6,506.50
B120B	IP Asset Analysis	0.10	55.00
B130	Asset Disposition	236.50	140,862.00
B150	Meetings of and Communication with Creditors	20.90	8,942.00
B160	Fee/Employment Applications	7.60	4,295.50
B165	Employment and Retention Applications - Others	3.40	1,485.50
B175	Fee Applications and Invoices - Others	2.70	1,089.00
B180	Avoidance Action Analysis	0.90	515.00
B185	Assumption/Rejection of Leases and Contracts	84.00	51,323.00
B190	Other Contested Matters (excluding assumption/rejection motions)	23.80	9,873.00
B195	Non-Working Travel	3.00	870.00
B210	Business Operations	26.10	14,006.50
B220	Employee Benefits/Pensions	7.60	4,230.00
B230	Financing/Cash Collateral	56.40	35,884.50
B240	Tax Issues	0.50	275.00
B250	Real Estate	1.40	1,239.00
B260	Board of Directors	4.30	2,871.00
B310	Claims Administration and Objections	2.80	560.00
B320	Plan and Disclosure Statement (including Business Plan)	0.30	256.50
B430A	Court Hearings	7.60	3,005.50
B430C	Non-Bankruptcy Court Litigation	2.00	1,100.00
B440	Schedules and Statements	46.60	9,775.00
	<b>Total (minus 12.5% discount)</b>	<b>609.20</b>	<b>\$ 316,803.00 --39,600.38 \$277,202.62</b>

# **EXHIBIT “B”**

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**EXHIBIT B**

**Actual and necessary disbursements incurred by Lowenstein Sandler LLP**

**II. Summary of Disbursement Charges**

Messenger and delivery charges	\$137.98
Filing fees	54.60
Miscellaneous	89.69
Bulk rate/special postage	34.30
Computerized legal research	1,407.86
Telecommunications	617.16
Travel	154.14
<b>Total Disbursements</b>	<b>\$2,495.73</b>

The above charges are based upon time and expense records available on or about the date of the attached letter. Such records are believed in good faith to be accurate and substantially up to date, but there may be fees and expenses that have not been processed as of such date which Lowenstein Sandler LLP may submit in the future. Lowenstein Sandler LLP reserves the right to amend this monthly statement at a later date.

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**DISBURSEMENT DETAIL:**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/19/14	External Messenger Service VENDOR: Flash Systems, Inc; INVOICE#: 10802; DATE: 8/24/2014 - Messenger service from: M. Seymour/LS - Roseland / to: Tina Oppelt, Paralegal Specialist/Office of the US Trustee - 1085 Raymond Blvd., Newark, NJ / delivery of: package. 8/19/14	\$29.00
08/18/14	CSC Filing Fees VENDOR: CSC the US Corporation Co.; INVOICE#: 81102338851; DATE: 8/18/2014 - United LC Capital LLC	54.60
08/05/14	Other Office Costs cafeteria charges walk thru cafe line	22.74
08/07/14	Other Office Costs catering charges Roseland conf room	39.00
08/20/14	Other Office Costs catering charges Roseland conf room	27.95
08/04/14	Other Telecommunications Charges VENDOR: Rosen, Kenneth A.; INVOICE#: 082214; DATE: 8/22/2014	26.14
08/04/14	Other Telecommunications Charges VENDOR: Rosen, Kenneth A.; INVOICE#: 082214; DATE: 8/22/2014	26.27
08/07/14	Other Telecommunications Charges VENDOR: American Express; INVOICE#: 082814; DATE: 8/28/2014 Courtcall - Telephonic court appearance	69.55
08/14/14	Other Telecommunications Charges VENDOR: American Express; INVOICE#: 082814; DATE: 8/28/2014 Courtcall - Telephonic court appearance	39.59
08/14/14	Other Telecommunications Charges VENDOR: American Express; INVOICE#: 082814; DATE: 8/28/2014 Courtcall - Telephonic court appearance	39.59
08/01/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Call Minimum Shortfall	3.51
08/01/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	0.93
08/01/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Call Minimum Shortfall	0.60
08/01/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	4.34
08/04/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	13.83
08/05/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	21.42
08/05/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Call Minimum Shortfall	4.15
08/05/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	0.15
08/06/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	18.65
08/06/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014	7.65

ALL DETAILED INFORMATION IS CONSIDERED TO BE PRIVILEGED AND CONFIDENTIAL.

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	GlobalMeet® Audio NA - Toll Free - USA	
08/06/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Call Minimum Shortfall	2.57
08/06/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	2.01
08/06/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	43.39
08/06/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Call Minimum Shortfall	1.11
08/06/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	3.73
08/07/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	16.97
08/07/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	8.51
08/13/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	7.33
08/13/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	6.93
08/13/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Call Minimum Shortfall	4.11
08/13/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	0.21
08/13/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	5.77
08/14/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Call Minimum Shortfall	4.19
08/14/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	0.10
08/14/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	45.66
08/14/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	15.08
08/15/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	5.07
08/15/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	22.59
08/15/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Call Minimum Shortfall	3.81

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08/15/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	0.55
08/15/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Call Minimum Shortfall	4.15
08/15/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	0.14
08/15/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Call Minimum Shortfall	0.94
08/15/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	3.90
08/15/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	13.25
08/19/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	23.36
08/19/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	12.08
08/19/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	0.14
08/19/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Call Minimum Shortfall	4.15
08/21/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	5.18
08/22/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	6.63
08/26/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	5.37
08/26/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	6.42
08/26/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Call Minimum Shortfall	0.64
08/26/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	4.30
08/26/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	5.30
08/26/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Toll Free - USA	12.49
08/26/14	Long distance telephone - External VENDOR: Premiere Global Services INVOICE#: 16977237 DATE: 8/31/2014 GlobalMeet® Audio NA - Call Minimum Shortfall	1.75
08/26/14	Long distance telephone - External VENDOR: Premiere	0.47

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	Global Services INVOICE#: 16977237 DATE: 8/31/2014	
	GlobalMeet® Audio NA - Call Minimum Shortfall	
08/26/14	Long distance telephone - External VENDOR: Premiere	4.41
	Global Services INVOICE#: 16977237 DATE: 8/31/2014	
	GlobalMeet® Audio NA - Toll Free - USA	
08/27/14	Long distance telephone - External VENDOR: Premiere	8.47
	Global Services INVOICE#: 16977237 DATE: 8/31/2014	
	GlobalMeet® Audio NA - Toll Free - USA	
08/27/14	Long distance telephone - External VENDOR: Premiere	1.15
	Global Services INVOICE#: 16977237 DATE: 8/31/2014	
	GlobalMeet® Audio NA - Toll Free - USA	
08/27/14	Long distance telephone - External VENDOR: Premiere	3.25
	Global Services INVOICE#: 16977237 DATE: 8/31/2014	
	GlobalMeet® Audio NA - Call Minimum Shortfall	
08/27/14	Long distance telephone - External VENDOR: Premiere	3.21
	Global Services INVOICE#: 16977237 DATE: 8/31/2014	
	GlobalMeet® Audio NA - Call Minimum Shortfall	
08/27/14	Long distance telephone - External VENDOR: Premiere	1.22
	Global Services INVOICE#: 16977237 DATE: 8/31/2014	
	GlobalMeet® Audio NA - Toll Free - USA	
08/27/14	Long distance telephone - External VENDOR: Premiere	3.51
	Global Services INVOICE#: 16977237 DATE: 8/31/2014	
	GlobalMeet® Audio NA - Call Minimum Shortfall	
08/27/14	Long distance telephone - External VENDOR: Premiere	0.93
	Global Services INVOICE#: 16977237 DATE: 8/31/2014	
	GlobalMeet® Audio NA - Toll Free - USA	
08/27/14	Long distance telephone - External VENDOR: Premiere	4.15
	Global Services INVOICE#: 16977237 DATE: 8/31/2014	
	GlobalMeet® Audio NA - Call Minimum Shortfall	
08/27/14	Long distance telephone - External VENDOR: Premiere	0.14
	Global Services INVOICE#: 16977237 DATE: 8/31/2014	
	GlobalMeet® Audio NA - Toll Free - USA	
08/06/14	Local Travel VENDOR: Horn, Eric H.; INVOICE#:	13.00
	080614; DATE: 8/6/2014 Attend hearing in Newark NJ	
08/17/14	Local Travel VENDOR: MTG Group, Inc.; INVOICE#:	86.26
	40000024-1; DATE: 8/17/2014 - From: Airport Marriott	
	Hotel, Newark NJ / To: 50 Walnut Street, Newark, NJ /	
	Travel Date: 8/7/2014	
08/20/14	Local Travel VENDOR: Horn, Eric H.; INVOICE#:	28.44
	082614; DATE: 8/26/2014 Attend 341 meeting-	
	parking/mileage	
08/20/14	Local Travel VENDOR: Waldron, Keara; INVOICE#:	26.44
	090514; DATE: 9/5/2014 Travel to/from Newark to attend	
	hearing	
	Federal Express	108.98
08/04/14	Computerized legal research: Westlaw: User Name:	\$593.94
	PORTER,CASSANDRA M / Duration of Search: 00:00 /	
	Transaction: 24 / Docs/Lines: 0	
08/05/14	Computerized legal research: Westlaw: User Name:	737.93
	EAKLEY,JOY / Duration of Search: 00:00 / Transaction:	
	20 / Docs/Lines: 0	
08/07/14	Computerized legal research: Westlaw: User Name:	75.99
	HORN,ERIC / Duration of Search: 00:00 / Transaction: 2 /	
	Docs/Lines: 2	
	Bulk rate/special postage	34.30
	Total Disbursements	\$2,495.73